
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported):
August 9, 2010**

ALLIANCE DATA SYSTEMS CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-15749
(Commission
File Number)

31-1429215
(IRS Employer
Identification No.)

**7500 DALLAS PARKWAY, SUITE 700
PLANO, TEXAS 75024**
(Address and Zip Code of Principal Executive Offices)

(214) 494-3000
(Registrant's Telephone Number, including Area Code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-

ITEM 7.01. Regulation FD Disclosure

Attached is a presentation to be given to investors and others by senior officers of Alliance Data Systems Corporation.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

**EXHIBIT
NUMBER**

DESCRIPTION

99.1 Investor Presentation Materials.

Note: The information contained in this report (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alliance Data Systems Corporation

Date: August 9, 2010

By: _____ /s/ CHARLES L. HORN
Charles L. Horn
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

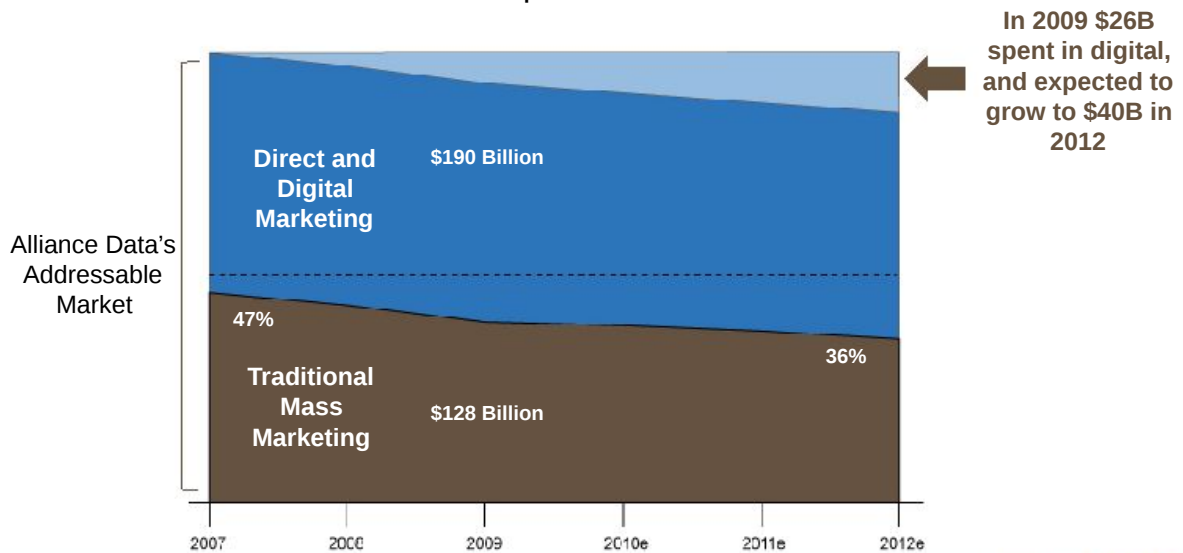
99.1 Investor Presentation Materials.

Alliance Data
NYSE: ADS
Q3 2010



Alliance Data: ~\$300 Billion Market in Play

- Marketing spend is shifting from traditional mass marketing to data-enabled, multi-channel direct marketing
- The digital channel spend directed toward transaction-based, ROI solutions:
 - Strong double-digit growth market
 - Still less than 10% of \$300+ billion prize



Sources: ZenithOptimedia for Core Advertising March 2010; DMA 2010 Statistical Fact Book; and Forrester US Interactive Marketing Forecast 2009

©2010 ADS Alliance Data Systems, Inc. Confidential and Proprietary

A Unique Business Model.

Alliance Data is the largest and most comprehensive provider of transaction-based marketing and loyalty solutions.

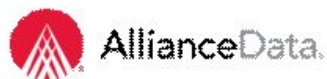


Comprehensive suite of products that span many traditional marketing channels:

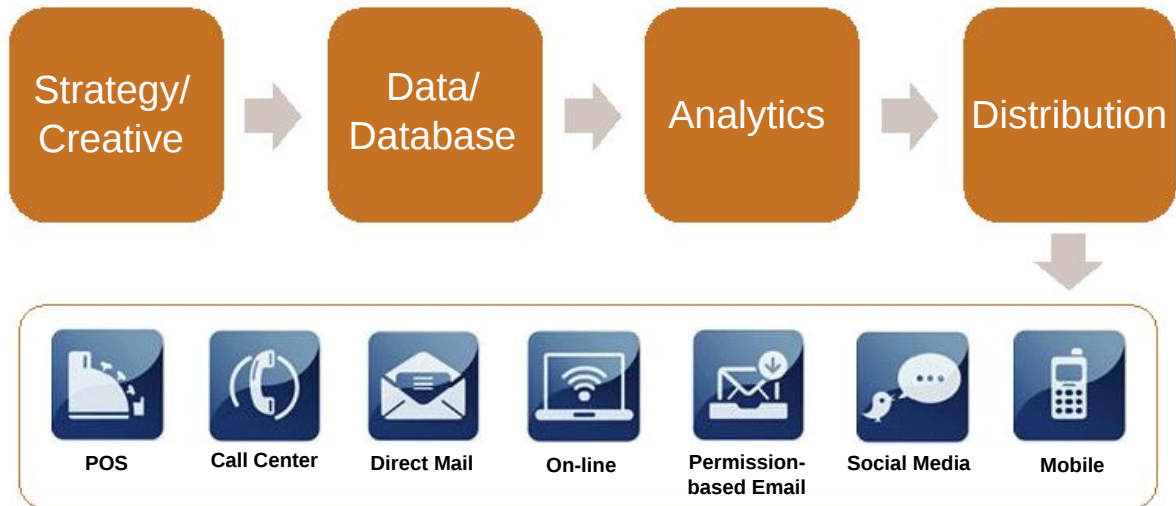
- Multi-channel marketing strategy
- Data products
- Database design and build
- Analytics
- Permission-based email
- Customer care
- Processing
- Credit

Advantages over traditional marketing channels:

- Transaction-based programs allow micro-segmentation of clients' customer data
- Provide high, measurable ROIs for our clients



An End-to-End Solution

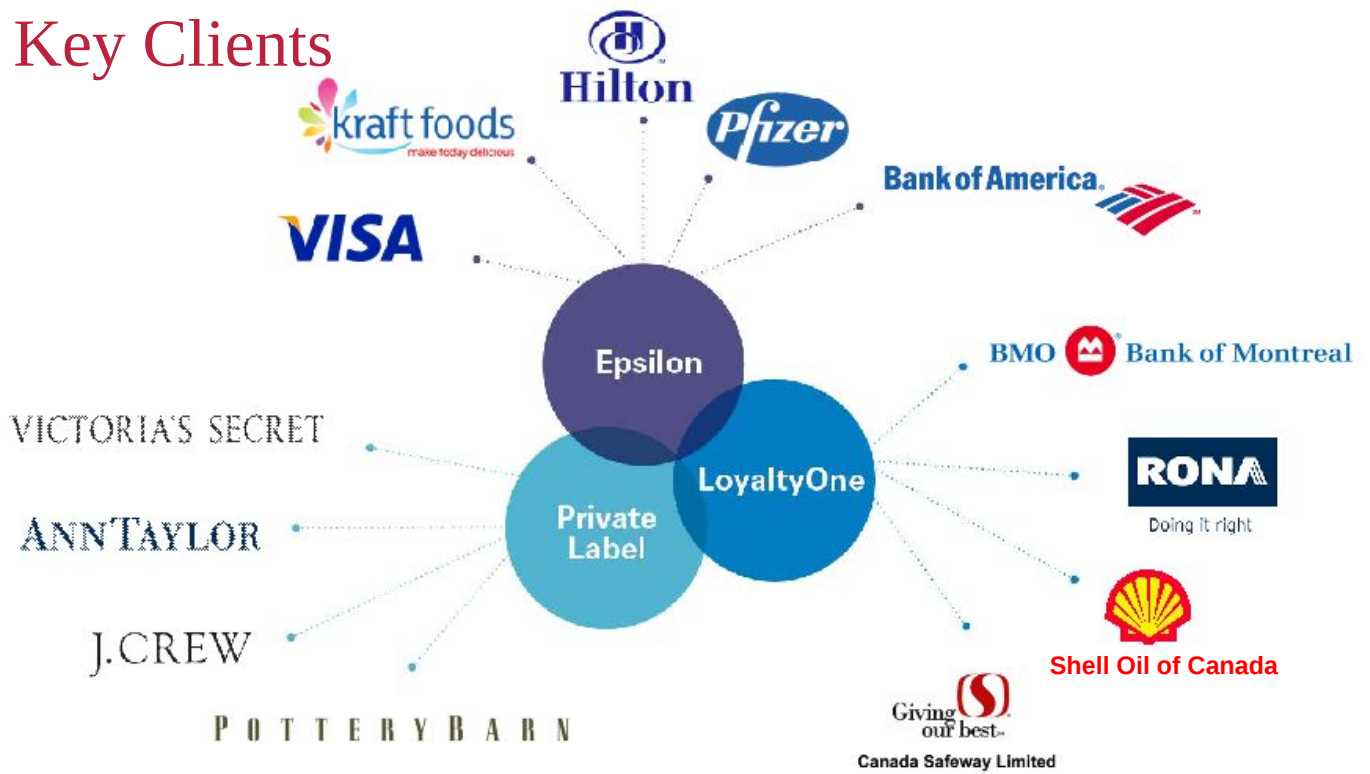


Three Businesses. One Focus.

These solutions are delivered through three businesses.



Key Clients



We continue to work with some of the biggest brands in North America.

2010 Results and Trends

LoyaltyOne

- + Through Q2, four consecutive quarters of miles issuance growth
- + New client signings in energy (Ontario Power) and consumer durables (Whirlpool)
- + Consumer discretionary spending appears to be increasing
- + Stronger Canadian \$
- Weak adj. EBITDA for several quarters as we refill breakage pool (timing issue)

1st Half 2010: revenue \$391mm ↑19%
adj. EBITDA \$112mm ↑20%

- + FY 2010: revenues ↑ double-digit
adj. EBITDA ~ flat

epsilon

- + Significant number of 2009 wins ramping up (Visa, CapOne, . . .)
- + Revenue growth at Abacus
- + New signings in 2010 replenishing backlog
- + Acquisition of Equifax's DMS business

1st Half 2010: revenue \$263mm ↑10%
adj. EBITDA \$59mm ↑12%

- + FY 2010: revenues ↑ double-digit
adj. EBITDA ↑ double-digit



AllianceData.

Private Label

- + Double-digit growth in credit sales
- + Double-digit growth in accounts receivable portfolio
- + Stable to improving funding rates
- + Delinquencies down
- + Credit loss rates down significantly

1st Half 2010: revenue \$683mm ↑12%
adj. EBITDA \$273mm ↑ 26%

- + FY 2010: revenues ↑ double-digit
adj. EBITDA ↑ double-digit



AllianceData.

©2010 ADS Alliance Data Systems, Inc.
Confidential and Proprietary

Consolidated Operating Results

(\$MM, except per share data)

	Six Months Ended June 30,			% Change 10/09PF
	2010	2009		
		Actual	Pro forma (a)	
Revenue	\$ 1,333	\$ 937	\$ 1,203	11%
Net income	94	57		64%
Net income per diluted share	\$ 1.67	\$ 0.96		74%
Adjusted EBITDA	\$ 410	\$ 274	\$ 343	20%
Core earnings per diluted share (b)	\$ 2.76	\$ 2.12		30%

(a) 2009 revenue and adjusted EBITDA are shown pro forma to reflect the commercial presentation format effective January 1, 2010. Net income, net income per diluted share and core earnings per diluted share are not impacted by the change in accounting presentation.

(b) Previously known as cash earnings per diluted share.



2010 Guidance

(\$MM, except per share data)

		Pro forma 2009	Guidance 2010	% Change
Revenues	Reported	\$2,513		
	Normalized*	\$2,478	\$2,770	+12%
Adjusted EBITDA	Reported	\$734		
	Normalized	\$717	\$800	+12%
Core EPS	Reported	\$5.16		
	Normalized	\$4.64	Min. \$5.70	+23%

*normalized excludes infrequently occurring items

Similar growth
expected in 2011



Alliance Data's Safe Harbor Statement and Forward-Looking Statements

This presentation may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may use words such as "anticipate," "believe," "estimate," "expect," "intend," "predict," "project" and similar expressions as they relate to us or our management. When we make forward-looking statements, we are basing them on our management's beliefs and assumptions, using information currently available to us. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these forward-looking statements are subject to risks, uncertainties and assumptions, including those discussed in our filings with the Securities and Exchange Commission.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements contained in this presentation reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We have no intention, and disclaim any obligation, to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this presentation regarding Alliance Data Systems Corporation's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the Company's Annual Report on Form 10-K for the most recently ended fiscal year. Risk factors may be updated in Item 1A in each of the Company's Quarterly Reports on Form 10-Q for each quarterly period subsequent to the Company's most recent Form 10-K



Financial Measures

In addition to the results presented in accordance with generally accepted accounting principles, or GAAP, the Company presents financial measures that are non-GAAP measures, such as constant currency financial measures, adjusted EBITDA, adjusted EBITDA margin, core earnings and core earnings per diluted share. These non-GAAP financial measures exclude costs associated with the terminated merger with affiliates of The Blackstone Group and other costs. The Company believes that these non-GAAP financial measures, viewed in addition to and not in lieu of the Company's reported GAAP results, provide useful information to investors regarding the Company's performance and overall results of operations. These metrics are an integral part of the Company's internal reporting to measure the performance of reportable segments and the overall effectiveness of senior management. Reconciliations to comparable GAAP financial measures are available in the accompanying schedules and on the Company's website. The financial measures presented are consistent with the Company's historical financial reporting practices. Core earnings and core earnings per diluted share represent performance measures and are not intended to represent liquidity measures. The non-GAAP financial measures presented herein may not be comparable to similarly titled measures presented by other companies, and are not identical to corresponding measures used in other various agreements or public filings.